#### -ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ishington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

hours per form

# PROCESSED

OCT 3 0 2002

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

FORM D

SE	C USE ON	LY
Prefix		Serial
DA	TE RECEIV	/ED

I HOMPON						<u> </u>	<del></del>
Name FINANGIAU check if	his is an amend	ment and name h	as changed, and ind	icate ch	ange.)		
Series B Preferred Stock			•		0 /		
Filing Under (Check box(es) tha	apply):	□ Rule 504	☐ Rule 505	×	Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing:	g 🗷 Amer	ndment					
		A. BASIC	IDENTIFICATIO	ON DAT	ГА	1865 1865	
1. Enter the information reques							
Name of Issuer (☐ check if t	his is an amend	ment and name h	as changed, and ind	icate ch	ange.)		
Trigo Technologies, Inc.							
Address of Executive Offices	(	Number and Stre	et, City, State, Zip (	Code)	Telephor	ne Number (Including A	rea Code)
8000 Marina Blvd., Suite 81	0, Brisbane, 0	CA 94005			(650)	827-0500	
Address of Principal Business O	perations (	Number and Stre	et, City, State, Zip C	Code)	Telephor	ne Number (Including A	rea Code)
(if different from Executive Office	es)						
Brief Description of Business							
Internet-based transaction	management					Warren P	All the second
Type of Business Organization						(C) NEOLIN	Con .
■ corporation	□ limite	d partnership, alr	eady formed			other (please specify):	
☐ business trust	☐ limite	ed partnership, to	be formed	,		<u> </u>	2002 //
			Month	Ŷ	'ear		là l
Actual or Estimated Date of Incor	poration or Org	anization:	0 1	0	0	Actual DE Estimated	
Jurisdiction of Incorporation or O	rganization: (E	nter two-letter U.	S. Postal Service ab	breviati	on for St	ate:	# <i>#</i>
C	N for Canada; I	N for other foreig	gn jurisdiction)			D È	

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

0528620.01

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

Check Box(es) that Apply:   Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Check Box(es) that Apply. 🖸 Tromoter	E Belleficial Owlief	L LACCULIVE OFFICE	Director	Managing Partner
Full Name (Last name first, if individual)				
Bessemer Venture Partners <sup>1</sup>				
Business or Residence Address (Number ar	nd Street, City, State, Zip Code	)		
1400 Old Country Road, Suite 109, We	stbury, NY 11590			
Check Box(es) that Apply:   Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
JAFCO Ventures <sup>2</sup>				
Business or Residence Address (Number ar	nd Street, City, State, Zip Code	)		
505 Hamilton Avenue, Suite 310, Palo	Alto, CA 94301			
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Mayfield Fund <sup>3</sup>				
Business or Residence Address (Number ar	nd Street, City, State, Zip Code)			
2800 Sand Hill Road, Menlo Park, CA 9	94025			
Check Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Robin Vasan				
Business or Residence Address (Number ar	nd Street, City, State, Zip Code)			
Mayfield Fund, 2800 Sand Hill Road, Me	enlo Park, CA 94025			
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
David J. Cowan				
Business or Residence Address (Number ar	nd Street, City, State, Zip Code)			
Bessemer Venture Partners, 1400 Old 0	Country Road, Suite 109, We	estbury, NY 11590		
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code) JAFCO Venture, 505 Hamilton Avenue, Suite 310, Palo Alto, CA 94301

Shares of the Company held by JAFCO USIT Fund III, LP, JAFCO America Technology Fund III, LP, JAFCO America Technology Cayman Fund III, LP, and JAFCO America Technology Affiliates Fund, LP.

Shares of the Company held by Mayfield XI, a Delaware Limited Partnership, Mayfield XI Qualified, a Delaware Limited Partnership, Mayfield Principals Fund II, a Delaware Limited Liability Company and Mayfield Associates Fund VI, a Delaware Limited Partnership.

Shares of the Company held by Bessemer Venture Investors II L.P., Bessemer Venture Partners V L.P., Bessec Ventures V L.P., BVE 2001 LLC, BVE 2001 (Q) LLC and BIP 2001 L.P.

#### 2. Enter the information requested for the following:

- · Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	Executive Officer	Director	☐ General and/or
· · · · · · · ·				Managing Partner
Full Name (Last name first, if individual)				
Byron Deeter <sup>1</sup>				
Business or Residence Address (Number and S	treet, City, State, Zip Cod	e)		
Trigo Technologies, Inc., 8000 Marina Blvd	Suite 810. Brisbane.	CA 94005		
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
				Managing Partner
Full Name (Last name first, if individual)				
Venky Ganesan				
Business or Residence Address (Number and S	treet, City, State, Zip Cod	e)		
Trigo Technologies, Inc., 8000 Marina Blvd.	, Suite 810, Brisbane, C	A 94005		
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or
				Managing Partner
Full Name (Last name first, if individual)				
Reza Mohsin				
Business or Residence Address (Number and S	treet, City, State, Zip Cod-	e)		
Trigo Technologies, Inc., 8000 Marina Blvd.	Suite 810 Brisbane, C	:A 94005		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or
				Managing Partner
Full Name (Last name first, if individual)				
Stephen Anderson				
Business or Residence Address (Number and S	treet, City, State, Zip Code	e)		
Trigo Technologies, Inc., 8000 Marina Blvd.	Suite 810 Brishane C	Δ 94005		
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	Executive Officer      ■ Executive Officer	☐ Director	☐ General and/or
				Managing Partner
Full Name (Last name first, if individual)			-	
Russell Henry		•		
Business or Residence Address (Number and S	treet, City, State, Zip Code	e)		
Trigo Technologies, Inc., 8000 Marina Blvd.	Suite 810 Brichana C	A 04005		
	Beneficial Owner	Executive Officer	□ Director	☐ General and/or
Check Box(cs) mat Apply.	Denericial Owner	El Executive Officer	E Director	Managing Partner
Full Name (Last name first, if individual)				
Thomas Reilly				
Business or Residence Address (Number and S	treet, City, State, Zip Code	2)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Trigo Technologies, Inc., 8000 Marina Blvd., Suite 810, Brisbane, CA 94005

 $<sup>^{1}</sup>$  Beneficial ownership held by "Detter, Byron B. and Allison K. Trustee, Deeter Family Trust 7/28/00.

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managi	ng partner of pa	rtnership issuers.	_		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Dan Loflin					
Business or Residence Addres	s (Number and	Street, City, State, Zip Code	e)		
Trigo Technologies, Inc., 8	3000 Marina Bl	vd., Suite 810, Brisbane, C	CA 94005		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Sanjiva Nath					
Business or Residence Addres	s (Number and	Street, City, State, Zip Code	2)		
Trigo Technologies, Inc., 8	000 Marina Blv	rd., Suite 810, Brisbane, C	A 94005		
	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Richard Lo					
Business or Residence Addres	s (Number and	Street, City, State, Zip Code	2)		
Trigo Technologies, Inc., 8	000 Marina Blv	d., Suite 810, Brisbane, C	A 94005		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and	Street, City, State, Zip Code	<del>(</del> )		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Business or Residence Address	s (Number and	Street, City, State, Zip Code	)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and	Street, City, State, Zip Code	)		
	(Use blan	k sheet, or copy and use addi	tional copies of this sheet, as	necessary.)	

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and mana	aging partner of pa	artnership issuers.			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
William Chisholm					
Business or Residence Adda	ress (Number an	d Street, City, State, Zip Code	e)		
The Valent Group, LLC,	4015 Miranda A	venue, 2 <sup>nd</sup> Floor, Palo Alt	o, CA 94304		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Jaime Ellertson					
Business or Residence Addr	ress (Number an	d Street, City, State, Zip Code	e)		
SI Corporation, 3500 Ler	nox Road, Suite	200, Atlanta, GA 30326-11	108		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Bob Evans					
Business or Residence Addr	ess (Number and	d Street, City, State, Zip Code	e)		
The Valent Group, LLC,	4015 Miranda A	venue, 2 <sup>nd</sup> Floor, Palo Alto	, CA 94304		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
The Valent Group		·	•		
Business or Residence Addr	ess (Number and	d Street, City, State, Zip Code	e) .		
101 Redwood Shores Pa	rkwav. Suite 210	, Redwood City, CA 9406	5		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and	d Street, City, State, Zip Code	<del>)</del>		
				•	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
		10. 0. 0. 0.			
Business or Residence Addr	ess (Number and	d Street, City, State, Zip Code	e)		
	(Use blar	nk sheet, or copy and use addi	tional copies of this sheet, as	necessary.)	

B. INFORMATION ABOUT OFFERING		100 TEN
	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		×
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	\$ <u>1,00</u>	0.00
	Yes	No
3. Does the offering permit joint ownership of a single unit?	×	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	□ All	States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[ ID ] [ MO ] [ PA ]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]	
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	□ All	States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]	[ ID ]	States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[ MO ]	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[ PA ] [ PR ]	
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	□ All	States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]	[ ID ]	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[ MO ] [ PA ]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[ PR ]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Aggregate Offering Price Sold  Type of Security	1. Enter the aggregate offering price of securities included in this offering and the tot already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange check this box □ and indicate in the columns below the amounts of the securities offered for	e offering,			
Debt	and already exchanged.			Am	-
Equity		_			
Convertible Securities (including warrants)  Convertible Securities (including warrants)  Parmership Interests.  \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$		<del>-</del>			
Partnership Interests		\$ <u>16,679,2</u>	254.34	\$_10	6,679,254.34
Partnership Interests		•	0	C	0
Other (Specify		•			
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amounts of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors					
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number					
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors		\$ 16,679,2	254.34	\$_10	5,679,254.34
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	••				
Accredited Investors	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, in the number of persons who have purchased securities and the aggregate dollar amount of	ndicate			
Non-accredited Investors 0 S 0 Total (for filings under Rule 504 only)	Accredited Investors	Investo	ors	Dol of	Ilar Amount Purchases
Total (for filings under Rule 504 only)					
Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering  Type of Security  Rule 505  Regulation A  Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Printing and Engraving Costs.  Engineering Fees  Sales and Commissions (specify finders' fees separately).  Other Expenses (identify)  Other Expenses (identify)  Dollar Amount Sold  Type of Security  Sold  Type of Security  Sold  S 0  S 0  S 0  S 0  S 0  S 0  S 0  S		<u>-</u>			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering  Rule 505  Regulation A.  Rule 504  Total.  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs  Legal Fees.  Printing and Engraving Costs  Engineering Fees  Sales and Commissions (specify finders' fees separately).  Other Expenses (identify)  Other Expenses (identify)				<b>"</b> —	
Rule 505 Security Sold  Rule 505 Sold  Regulation A. Sold  Rule 504 Sold  Total. Sold  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees. Sold  Printing and Engraving Costs. Sold Sold Sold Sold Sold Sold Sold Sold	3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all s sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) mont	ths prior			
Regulation A	Type of Offering			Do	
Rule 504	Rule 505			\$	0
Total	Regulation A			\$	0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.   \$   \$   \$   \$   \$   \$   \$   \$   \$	Rule 504			\$	0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer.  The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Sales and Commissions (specify finders' fees separately).  Other Expenses (identify)  Sales and Commissions (specify finders' fees separately).  Sales Sal	Total			\$	0
Printing and Engraving Costs       □       \$	securities in this offering. Exclude amounts relating solely to organization expenses of the The information may be given as subject to future contingencies. If the amount of an expense	e issuer.			
Legal Fees	Transfer Agent's Fees		. 🗖	\$	
Accounting Fees	Printing and Engraving Costs		. 🗖	\$	
Engineering Fees	Legal Fees		. 🗷	\$	75,000.00
Sales and Commissions (specify finders' fees separately)	Accounting Fees		. 🗆	\$	
Sales and Commissions (specify finders' fees separately)	Engineering Fees				
Other Expenses (identify) \$	Sales and Commissions (specify finders' fees separately)				

57 50 5	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEE	DS
20.00	b. Enter the difference between the aggregate offering price in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ 16,604,254.34
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	□ \$	_ 🗆 \$
	Purchase of real estate	□ \$	_ \$
	Purchase, rental or leasing and installation of machinery and equipment	<b>\$</b>	_ 🗆 \$
	Construction or leasing of plant buildings and facilities	<b>\$</b>	_ □ \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$	·
	Repayment of indebtedness	<b></b> \$	\$
	Working capital	<b>S</b>	\$16,604,254.34
	Other (specify):	□ \$	\$
		<b>\$</b>	_ 🗆 \$
	Column Totals	<u> </u>	\$16,604,254.34
	Total Payments Listed (column totals added)	<b>x</b> \$10	6,604,254.34
			Manus Array and the USA Service Array and the Service Array and th
	D. FEDERAL SIGNATURE		
follo	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If wing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph.	nange Commission, u	ipon written request
Issue	r (Print or Type)	Da	te
	igo Technologies, Inc.		October <i>⊇</i> ړ, 2002
Nam	e of Signer (Print or Type)		

- ATTENTION -

Laurel Finch

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Assistant Secretary

	E. STATE SIGNATURE	100 alice 101 - 101 alice	e de la companya de l
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes □	No 🗷
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this noti Form D (17 CFR 239.500) at such times as required by state law.	ce is filed,	a notice or
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information issuer to offerees.	nation furni	shed by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.		
	ssuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beh signed duly authorized person.	alf by the	
[ccijer	(Print or Type) Signature / Date		
	$\mathcal{L}$	oer <u>2/</u> , 20	02
Name	(Print or Type) // Title (Print or Type)		

**Assistant Secretary** 

#### Instruction:

Laurel Finch

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.